

**AFFIDAVIT OF WILLIAM B. HUNT**  
**IN SUPPORT OF MOTION FOR USE OF**  
**CASH COLLATERAL**

STATE OF MICHIGAN     )  
  ) ss.  
COUNTY OF KENT        )

**WILLIAM B. HUNT**, being first duly sworn, says:

1. I am the Managing Member of Surefil, LLC, the Debtor and Debtor in possession (the "**Debtor**") in this Chapter 11 proceeding which was filed on June 8, 2009.
2. The Debtor is a contract manufacturer of liquid fill plastic bottle consumer products such as shampoo, conditioner, mouthwash, bubble bath, body wash and energy drinks.
3. The Debtor currently employs approximately 46 people.
4. The Debtor owes The Huntington National Bank approximately \$11,600,000, which is secured by, among other assets, the Debtor's accounts and inventory.
5. As of June 8, 2009, the Debtor had eligible<sup>1</sup> inventory having a value of \$2,654,099, eligible accounts in the amount of \$1,173,214, and cash on deposit (excluding payroll account) in the amount of \$10,725.12.
6. If the Debtor is unable to obtain permission to use cash collateral, the Debtor and the bankruptcy estate will suffer immediate and irreparable harm for reasons which include, without limitation, the inability of the Debtor to meet its payroll, to

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<sup>1</sup> The term "eligible" means includable in the borrowing base formula in place pre-petition between the Debtor and The Huntington National Bank.

purchase materials, to pay freight charges, to pay for insurance, to pay for utility deposits and to fund other ordinary and necessary business expenses.

7. The Debtor needs to spend approximately \$420,300 of cash collateral through June 29, 2009, in order to preserve its business and for the purposes set forth on the budget attached hereto as **Exhibit 1**.

Dated: June 9, 2009

/s/ **William B. Hunt**

William B. Hunt

Acknowledged before me this 9th  
Day of June, 2009.

/s/ **Patti Kalita**

Patti Kalita  
Notary Public, Kent County, MI  
Acting in Kent County, MI  
My commission expires: 4/23/2015

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**EXHIBIT 1 TO  
AFFIDAVIT OF WILLIAM B. HUNT**

Surefil, LLC

**Confidential**

as of 6-4-09

	Week # WE 06/14 Forecast	Week # WE 06/21 Forecast	Week # WE 06/28 Forecast
Utility Deposits			
Water	8,000		
DTE	6,000		
Consumers	10,000		
<b>Material purchases</b>			
CVS-Labels		10,000	
CVS-Wrap		10,000	
CVS-Bottle		32,500	
Mouthwash-Label	12,000		
Terraboost-Raw	2,000		
Tech Brand Shippers		1,300	
1.5 liter bottles			16,000
64 oz shippes			18,500
CVS wrap machine		4,000	
Setup Line 4 maint			1,500
Setup sleeve	500		
Consumable	1,800	1,800	1,800
Selling Expenses	5,000	5,000	5,000
UPS	400	400	400
SF 20003 64 oz bottles			28,000
SF800037 -50/50 blend raw			20,000
Alliance	1,000	1,000	1,000
McMaster		100	100
Office Depot		100	100
Shrink Pac	2,500	2,500	2,500
Freight	1,000	0	20,000
Legal / Collection costs	5,000	5,000	5,000
Label Misc	4,000	4,000	4,000
Operating Exp Misc	5,000	5,000	5,000
Inventory Misc	20,000	20,000	20,000

<b>AP Cash</b>	<b>84,200</b>	<b>102,700</b>	<b>148,900</b>
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<b>Payroll Cash</b>	<b>80,000</b>		
<b>Third shift</b>	<b>1,500</b>	<b>1,500</b>	<b>1,500</b>

<b>Total Cash needed</b>	<b>85,700</b>	<b>184,200</b>	<b>150,400</b>
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**Collections for the week**

	Week # WE 06/14 Forecast	Week # WE 06/21 Forecast	Week # WE 06/28 Forecast
Dollar Tree	21,450	42,900	27,579
Great Lakes Wholesale	22,402		656
Walmart		368,000	
Viva	42,000	29,000	29,000

<b>Total Collections</b>	<b>85,852</b>	<b>439,900</b>	<b>57,235</b>
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**Summary**

Cash In	85,852	439,900	57,235
Cash out	(85,700)	(184,200)	(150,400)
Net Cash	<u>152</u>	<u>255,700</u>	<u>(93,165)</u>

Cummulative Cash	152	255,853	162,687
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	Week #	Week #	Week #
	WE 06/14	WE 06/21	WE 06/28
	Forecast	Forecast	Forecast
Invoice	150,000	150,000	150,000
Collection	(85,852)	(439,900)	(57,235)
A/R change	64,148	(289,900)	92,765

HNB formula impact	
450,000	A/R increase
<u>(582,987)</u>	A/R decrease
(132,987)	A/R reduction
<u>80%</u>	
(106,390)	Formula reduction
<u>162,687</u>	Cummulative Cash
56,297	Net Bank / Cash